

Kenneth L. Cannon II (kcannon@djplaw.com) (3705)
Steven J. McCardell (smccardell@djplaw.com) (2144)
DURHAM JONES & PINEGAR, P.C.
111 East Broadway, Suite 900
P.O. Box 4050
Salt Lake City, UT 84110-4050
Telephone: (801) 415-3000/Fax: (801) 415-3500

Michael V. Blumenthal (mblumenthal@crowell.com) (admitted pro hac vice)
Steven B. Eichel (seichel@crowell.com) (admitted pro hac vice)
CROWELL & MORING LLP
590 Madison Avenue, 20th Floor
New York, NY 10022
Telephone: (212) 223-4000/Fax: (212) 223-4134

Proposed Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankruptcy Case No. 09-29905
)	Jointly Administered with Cases
)	09-29907 and 09-29908
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	Honorable R. Kimball Mosier
Tax ID Numbers:)	
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	[FILED ELECTRONICALLY]
84-1685764 (Easy Street Mezzanine, LLC))	

**ORDER PURSUANT TO §§ 327 (a) AND 329 (a) OF THE BANKRUPTCY CODE, AND
RULES 2014 (a) AND 2016 (b) AUTHORIZING THE RETENTION AND
EMPLOYMENT OF CROWELL & MORING LLP AS COUNSEL FOR THE DEBTORS
EFFECTIVE AS OF THE PETITION DATE**

This matter coming before the Court on the Application (the “Application”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) pursuant to §§ 327(a) and 329(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b) for an order authorizing the retention and employment of Crowell & Moring LLP (“C&M”) as counsel, effective as of September 14, 2009 (the “Petition Date”). Appearances were made as noted on the record of the hearing. The Court finds that (i) C& M is disinterested, (ii) C& M has given adequate and proper notice of the Application and no further notice need be given, and (iii) no objections have been filed to the Application. The Court’s additional findings and conclusions made on the record of the hearing are incorporated into this Order by reference.

Now, therefore, IT IS HEREBY ORDERED:

1. The Application is granted.
2. The Debtors are authorized to retain and employ C&M as their counsel in these chapter 11 cases pursuant to sections 327(a) and 329(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), on the terms and conditions set forth in the Application effective as of the Petition Date.
3. C&M shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders or procedures of this Court.
4. C&M may (i) apply any portion of the Retainer to fees and expenses incurred from and after the Petition Date received by the Guarantor consistent with the Retention

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

Agreement, and (ii) receive additional payments from the Guarantor, which shall be promptly disclosed. In any event, C&M shall file fee applications with this Court consistent with the provisions of the applicable sections of the Bankruptcy Code and Bankruptcy Rules.

-----END OF ORDER-----

CLERK'S CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Order Authorizing the Retention and Employment of Crowell & Moring LLP as Counsel for the Debtors Effective as of the Petition Date was served via first-class mail, postage prepaid, on the ____ day of _____, 2009, on the following:

Michael V. Blumenthal
Crowell & Moring LLP
590 Madison Avenue, 20th Floor
New York, NY 10022

Kenneth L. Cannon II
Durham Jones & Pinegar, P.C.
P O Box 4050
Salt Lake City, UT 84110-4050

Steven J. McCardell
Durham Jones & Pinegar, P.C.
P O Box 4050
Salt Lake City, UT 84110-4050

Lon A. Jenkins
Jones Waldo Holbrook & McDonough
170 South Main Street, Suite 1500
Salt Lake City, UT 84101

John T. Morgan
Office of the United States Trustee
405 South Main Street, Suite 300
Salt Lake City, UT 84111